BILL NO. S-90-06-08

SPECIAL ORDINANCE NO. S- Witherow

AN ORDINANCE AUTHORIZING THE CITY OF FORT WAYNE, INDIANA, TO ISSUE ITS "CITY OF FORT WAYNE, INDIANA, ECONOMIC DEVELOPMENT REVENUE BONDS, SERIES 1990 (STRIKER CORPORATION PROJECT)" AND LOAN THE PROCEEDS THEREOF TO STRIKER CORPORATION, AND AUTHORIZING AND APPROVING OTHER ACTIONS IN RESPECT THERETO.

WHEREAS, the City of Fort Wayne, Indiana (the "City"), is a municipal corporation and political subdivision of the State of Indiana and by virtue of Indiana Section 36-7-12-1 et seq., as amended (the "Act"), is authorized and empowered to adopt this ordinance (this "Bond Ordinance") and to carry out its provisions; and

WHEREAS, Striker Corporation, an Indiana corporation (the "Borrower"), has agreed to construct and equip a certain economic development facility consisting of a 60,000 square foot building to be located at 3605 Independence Drive, Fort Wayne, Indiana, and leased to Peg-Perego U.S.A., Inc., and Indiana corporation, for the manufacture of toys (the "Project"), if the City will finance a portion of the cost of the Project with the proceeds from the sale of its City of Fort Wayne, Indiana, Economic Development Revenue Bonds, Series 1990 (Striker Corporation Project), in the aggregate principal amount of $1,000,000 (the "Bonds"); and

WHEREAS, the Fort Wayne Economic Development Commission has performed all actions required of it by the Act preliminary to the adoption of this Bond Ordinance and has approved and forwarded to this Common Council the forms of (1) the Loan Agreement, Mortgage, Security Agreement and Financing Statement (the "Loan Agreement"), dated as of June 1, 1990, between the City and the Borrower providing for the issuance and sale of the Bonds by the City, the loan by the City to the borrower of the proceeds therefrom and securing the payment of the Borrower's obligations to the City; (2)

the Trust Indenture between Lincoln National Bank and Trust Company of Fort Wayne, as trustee (the "Trustee"), and the City, dated as of June 1, 1990 (the "Indenture"), assigning the City's rights under the Loan Agreement to the Trustee for the benefit of the holders of the Bonds; (3) the form of the Bonds (contained in the Indenture); (4) the Placement Agency Agreement among the City, the Borrower and INB National Bank (the "Placement Agent"), pursuant to which the Placement Agent will place the Bonds (the "Placement Agency Agreement"); (5) a Preliminary Private Placement Memorandum (the "Placement Memorandum") pursuant to which the Placement Agent will offer the Bonds; and (6) this Bond Ordinance (the foregoing documents are hereinafter referred to, collectively, as the "Loan Documents").

NOW, THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL OF THE CITY OF FORT WAYNE, INDIANA, THAT:

SECTION 1. **Findings; Public Benefits.** The Common Council hereby finds and determines that the Project is an "economic development facility" as that phrase is used in the Act; that the acquisition, construction and equipping of the Project will increase employment opportunities and increase diversification of economic development in the City, will improve and promote the economic stability, development and welfare in the City, will encourage and promote the expansion of industry, trade and commerce in the City and the location of other new industries in such area; and that the public benefits to be accomplished by this Bond Ordinance, in tending to overcome insufficient employment opportunities and insufficient diversification of industry, are greater than the cost of public services (as that phrase is used in the Act) which will be required by the Project.

SECTION 2. **Authorization of the Bonds.** In order to pay a portion of the cost of the Project, the Bonds are hereby authorized to be issued, sold and delivered. Any

additional costs of the Project will be paid for by the Borrower.

SECTION 3. **Terms of the Bonds.** The Bonds shall (i) be in the aggregate principal amount of $1,000,000, (ii) be dated as of June 1, 1990, (iii) be executed at or prior to the closing date by the manual or facsimile signatures of Mayor of the City and the Clerk of the City, (iv) bear interest from the date of delivery thereof at fixed rates of interest not to exceed ten percent (10%) per annum, (v) mature serially in ten (10) annual installments on June 1 of each year commencing June 1, 1991, and continuing to and including June 1, 2000, (vi) be payable as to interest in semi-annual installments on June 1 and December 1 of each year commencing December 1, 1990, and continuing to and including June 1, 2000, (vii) be issuable in $5,000 denominations or any integral multiple thereof, (viii) be issued only in fully registered form, (ix) be payable through such medium and at such places as provided therein, and (x) be subject to optional and mandatory redemption as provided in the Loan Documents. The Bonds and the interest thereon do not and shall never constitute an indebtedness of, or a charge against the general credit or taxing power of, the City, but are limited obligations of the City payable solely from revenues and other amounts derived from the Loan Documents. Forms of the Loan Documents are before this meeting and are by this reference incorporated in this Bond Ordinance, and the Clerk is hereby directed to insert them into the minutes of the Common Council and to keep them on file.

SECTION 4. **Sale of the Bonds.** The Mayor and the Clerk are hereby authorized and directed to sell the Bonds to or upon the order of the purchasers identified by the Placement Agent pursuant to the Indenture at a price of $1,000,000 representing 100% of the par value thereof, payment of which shall be made to the Trustee under the Indenture.

SECTION 5. **Loan Agreement.** In order to provide for the commitment of the City to sell the Bonds and to provide for the loan of the proceeds of the Bonds to the Borrower and the payment by the Borrower of amounts sufficient to pay the principal of, premium, if any, and interest on the Bonds, the Mayor and the Clerk are hereby authorized and directed to execute and deliver, in the name of an on behalf of the City, the Loan Agreement in substantially the form submitted to this Common Council, which is hereby approved in all respects.

SECTION 6. **Indenture.** In order to assign the City's rights under the Loan Agreement to the Trustee for the benefit of the holders of the Bonds, the Mayor and the Clerk are hereby authorized and directed to execute and deliver, in the name and on behalf of the City, the Indenture in substantially the form submitted to this Common Council (which includes the form of the Bonds), which is hereby approved in all respects.

SECTION 7. **Bonds.** The Mayor and the Clerk are hereby authorized and directed to execute and deliver, in the name of and on behalf of the City, the Bonds in substantially the form submitted to this Common Council, which is hereby approved in all respect.

SECTION 8. **Placement Agency Agreement.** The Mayor and the Clerk are hereby authorized and directed to execute and deliver, in the name of and on behalf of the City, the Placement Agency Agreement in substantially the form submitted to this Common Council, which is hereby approved in all respect.

SECTION 9. **Placement Memorandum.** The Placement Memorandum, in substantially the form submitted to this Common Council, is hereby approved in all respects, and is hereby deemed final as of its date, except for the omission of no more than the following information: the offering price(s), interest rate(s), selling compensation, aggregate principal amount, principal amount per maturity, delivery

dates, any other terms or provisions required by an issuer of such securities to be specified in a competitive bid, ratings, other terms of the securities depending on such matters, and the identity of the underwriter(s).

SECTION 10. **Execution.** The Mayor and the Clerk are hereby authorized and directed to execute and deliver, in the name and on behalf of the City, the Bonds (in the form contained in the Indenture), the Loan Agreement, the Indenture and the Placement Agency Agreement. The Mayor and the Clerk are hereby authorized, without further approval of the Common Council or the Fort Wayne Economic Development Commission, to approve such changes in the Loan Documents as may be permitted by Act, such approval to be conclusively evidenced by their execution thereof.

SECTION 11. **General.** The Mayor and the Clerk are, and each of them is, hereby authorized and directed, in the name and on behalf of the City, to execute any and all agreements, documents and instruments, perform any and all acts, approve any and all matters, and do any and all things deemed by them, or either of them, to be necessary or desirable in order to carry out and comply with the intent, conditions and purposes of this Bond Ordinance (including the preambles hereto and the documents mentioned herein), the acquisition, construction and equipping of the Project by the Borrower, the issuance and sale of the Bonds, and the securing of the Bonds under the Loan Documents.

SECTION 12. **Binding Effect.** The provisions of this Bond Ordinance and the Loan Documents to which the City is a party shall constitute a binding contract between the City and the holders of the Bonds, and after issuance of the Bonds this Bond Ordinance shall not be repealed or amended in any respect which would adversely affect the rights of the holders of the Bonds as long as the Bonds or interest thereon remains unpaid.

SECTION 13. **Repeal.** All ordinances or parts of ordinances in conflict herewith are hereby repealed.

SECTION 14. Effective Date. This Bond Ordinance shall be in full force and effect immediately upon its adoption by the Common Council and approval by the Presiding Officer.

SECTION 15. Copies of Loan Documents on File. Two copies of the Loan Documents incorporated into this Bond Ordinance were duly filed in the office of the Clerk and are available for public inspection in accordance with Indiana Code Section 36-1-5-4.

SECTION 16. That this Ordinance shall be in full force and effect from and after its passage, and any and all necessary approval by the Mayor.

Councilmember

APPROVED AS TO FORM
AND LEGALITY

J. Timothy McCaulay, City Attorney

Read the first time in full and on motion by Henry, seconded by Talarico, and duly adopted, read the second time by title and referred to the Committee on Finance (and the City Plan Commission for recommendation) and Public Hearing to be held after due legal notice, at the Council Conference Room 128, City-County Building, Fort Wayne, Indiana, on _____, the _____, day of _____, 19____, at 1 o'clock P.M.,E.S.T.

DATED: 6-12-90

Sandra E. Kennedy
SANDRA E. KENNEDY, CITY CLERK

Read the third time in full and on motion by _____, seconded by _____, and duly adopted, placed on its passage. PASSED LOST by the following vote:

	AYES	NAYS	ABSTAINED	ABSENT
TOTAL VOTES				
BRADBURY				
BURNS				
EDMONDS				
GiaQUINTA				
HENRY				
LONG				
REDD				
SCHMIDT				
TALARICO				

DATED: _____

SANDRA E. KENNEDY, CITY CLERK

Passed and adopted by the Common Council of the City of Fort Wayne, Indiana, as (ANNEXATION) (APPROPRIATION) (GENERAL) (SPECIAL) (ZONING MAP) ORDINANCE RESOLUTION NO. _____ on the _____ day of _____, 19____,

ATTEST SEAL

SANDRA E. KENNEDY, CITY CLERK

PRESIDING OFFICER

Presented by me to the Mayor of the City of Fort Wayne, Indiana, on the _____ day of _____, 19___ at the hour of _____ o'clock _____.M.,E.S.T.

SANDRA E. KENNEDY, CITY CLERK

Approved and signed by me this _____ day of _____, 19____, at the hour of _____ o'clock _____.M.,E.S.T.

PAUL HELMKE, MAYOR

Admn. Appr._____

DIGEST SHEET

TITLE OF ORDINANCE ORDINANCE

DEPARTMENT REQUESTING ORDINANCE ECONOMIC DEVELOPMENT

SYNOPSIS OF ORDINANCE ALLOWS THE ISSUANCE AND SALE OF $1,000,000 ECONOMIC DEVELOPMENT REVENUE BONDS OF THE CITY OF FORT WAYNE, INDIANA, TO THE STRIKER CORPORATION PROJECT.

S-50-06-08

EFFECT OF PASSAGE AUTHORIZES THE ISSUANCE OF $1,000,000 Economic Development Bonds of Striker Corporation Project.

EFFECT OF NON-PASSAGE Project cannot be completed.

MONEY INVOLVED (DIRECT COSTS, EXPENDITURES, SAVINGS)_____

ASSIGNED TO COMMITTEE (PRESIDENT)_____

Held file 6/26

BILL NO. S-90-06-08

REPORT OF THE COMMITTEE ON FINANCE

THOMAS C. HENRY, CHAIRMAN
DONALD J. SCHMIDT, VICE CHAIRMAN
BRADBURY, BURNS, GiaQUINTA

WE, YOUR COMMITTEE ON FINANCE TO WHOM WAS

REFERRED AN (ORDINANCE) (~~RESOLUTION~~) AUTHORIZING THE CITY OF FORT WAYNE, INDIANA, TO ISSUE ITS "CITY OF FORT WAYNE, INDIANA, ECONOMIC DEVELOPMENT REVENUE BONDS, SERIES 1990 (STRIKER CORPORATION PROJECT)" AND LOAN THE PROCEEDS THEREOF TO STRIKER CORPORATION, AND AUTHORIZING AND APPROVING OTHER ACTIONS IN RESPECT THERETO

HAVE HAD SAID (ORDINANCE) (~~RESOLUTION~~) UNDER CONSIDERATION AND BEG LEAVE TO REPORT BACK TO THE COMMON COUNCIL THAT SAID (ORDINANCE) (~~RESOLUTION~~)

DO PASS	DO NOT PASS	ABSTAIN	NO REC

WITHDRAWN

DATED:

Sandra E. Kennedy
City Clerk